

July 16, 2012

VIA ECFS AND EMAIL

dennis.johnson@fcc.gov

Marlene H. Dortch, Secretary Federal Communications Commission 445 12th Street, N.W. Washington, DC 20554

Re: Application for Consent to Transfer Assets of Company Holding Blanket Domestic 214 Authority, WC Docket No. 12-186

Dear Ms. Dortch:

On June 22, 2012, Communication Solutions Partners, Inc. ("CSP") and McGraw Communications, Inc. ("McGraw") jointly filed an application ("Transfer Application") requesting authority to transfer certain assets of CSP, a company holding blanket domestic Section 214 authorization, to McGraw pursuant to Section 214 of the Communications Act and section 63.04 of the Commission's Rules. Transmitted herewith, on behalf of CSP and McGraw, is a copy of that Transfer Application with certifications of officers of both companies attached.

In addition, pursuant to staff request, CSP and McGraw are hereby submitting supplemental information as to when McGraw began providing service to certain former customers of CSP. These customers migrated to McGraw during the month of December 2011, and McGraw began billing these customers for services beginning January 1, 2012.

Please contact the undersigned at (703) 714-1318 or by email at lgm@commlawgroup.com if you have any questions or require additional information.

Respectfully submitted,

Lenda McReynolds

Linda McReynolds

Counsel to Communication Solutions Partners, Inc.

Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

In the Matter of)	
Communication Solutions Partners, Inc.)	
and McGraw Communications, Inc.)	
Application for Consent to Transfer)	WC Docket No. 12
Assets of Company Holding Blanket)	
ection 214 Authority Pursuant to Section 214)	
of the Communications Act of 1934, as Amended)	

Application for Consent to Transfer Assets of a Company Holding Blanket Domestic 214 Authority

Communication Solutions Partners, Inc. ("CSP") and McGraw Communications, Inc. ("McGraw," and together with CSP, the "Applicants") hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 46 U.S.C. § 214, and section 63.04 of the Federal Communication Commission's (the "Commission") Rules, 47 C.F.R. § 63.04, to transfer assets of CSP to McGraw.

As discussed below, at the end of 2011, a portion of CSP's customer base was migrated to McGraw via a sales agent, and McGraw is now providing service to these customers. CSP has filed a discontinuance application with the Commission.¹ By a separate filing, attached hereto for reference, the Applicants are requesting Special Temporary Authority ("STA") to allow McGraw to continue providing service to these customers while the Commission considers this application. Other than the STA request and Discontinuance Application, there are no other FCC applications related to this change in the customer base. The Applicants are not requesting special consideration because either party to the application is facing imminent business failure.

¹ See In the Matter of Section 63.71 Application of Communication Solutions Partners, Inc. for Authority Pursuant to Section 214 of the Communications Act to Discontinue Telecommunications Services, Section 63.71 Application of Communication Solution Partners, Inc. to Discontinue Service (filed Apr. 13, 2012) ("Discontinuance Application").

The Applicants request streamlined treatment of this application pursuant to section 63.03 of

the Commission's rules, 47 C.F.R. § 63.03. This application is eligible for streamlined processing pursuant to section 63.03(b)(2) of the Commission's rules because both before and after the date on

which McGraw began providing services to this portion of CSP's former customer base, the

Applicants (including their affiliates) have or had a market share in the interstate, interexchange

market of less than 10 percent; the Applicants (including their affiliates) provide or provided

competitive telephone exchange services or exchange access services, if at all, exclusively in

geographic areas served by a dominant local exchange carrier that is not a party to the transaction;

and neither the Applicants nor any of their affiliates are regulated as dominant with respect to any

service.2

I. Description of the Applicants

A. Communication Solutions Partners, Inc.

Communication Solutions Partners, Inc. ("CSP") is a corporation organized under the laws of

Massachusetts. The principal place of business of CSP is One Whalley Way, Southwick,

Massachusetts 01077. The telephone number is (413) 569-4366. Correspondence concerning this

application can be sent to:

Communication Solutions Partners, Inc.

Paul Whalley, President

One Whalley Way

Southwich, MA 01077

Tel: (413) 569-4366

With a copy to:

Linda McReynolds, Counsel for Communication Solutions Partners, Inc.

Marashlian & Donahue, LLC

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² In addition, as noted herein, while CSP only holds domestic 214 authorization, McGraw holds an international section 214 authorization but is not affiliated with a foreign carrier in any destination market, has no affiliation with a dominant U.S. carrier whose international switched or private line services McGraw resells, and does not provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services. The parties are not seeking approval for an assignment or transfer of an international section 214 authorization. If this were an application for assignment of an international section 214 authorization, this application would be eligible for streamlined processing under Rule 63.12 (47 C.F.R. § 63.12).

2

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McLean, VA 22102

(703) 714-1318

CSP holds blanket domestic Section 214 authority and held certificates of public convenience

and necessity or equivalent authorizations to provide local, interexchange or other intrastate

telecommunications on a competitive basis in Massachusetts, Connecticut, Rhode Island, New

Hampshire, Vermont, Maine and New York. CSP was authorized to provide telecommunications

services including local, long distance, calling card, conferencing and also provided various Internet

and cable products in these states. The sole owner of CSP is John Whalley, an American citizen

whose address is One Whalley Way, Southwick, MA 01077. John Whalley is also the sole owner of

CSP's affiliate, Whalley Computer Associates, Inc. ("WCA").

B. McGraw Communications, Inc.

McGraw Communications, Inc. ("McGraw") is a corporation organized under the laws of New

York. The principal place of business of McGraw is 521 5th Avenue, New York, NY 10175. The

telephone number is (888) 543-2000. Correspondence concerning this application can be sent to:

Sadia Mendez, Human Resources & Regulatory Compliance

521 5th Avenue

New York, NY 10175

Tel: (212) 849-2267

McGraw holds blanket domestic section 214 authority and an international section 214

authorization to provide global facilities-based and resale authority to all international points (ITC-

214-20020327-00146). McGraw provides local and long distance data and voice services and well as

Internet and high-speed circuits nationwide and holds certificates of public convenience and

necessity to provide service in the following states: Arizona, California, Colorado, Connecticut,

District of Columbia, Florida, Georgia, Iowa, Illinois, Indiana, Louisiana, Maine, Massachusetts,

Maryland, Michigan, Minnesota, Missouri, New Hampshire, New Jersey, Nevada, New York, North

Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, Texas, Utah, Virginia, Washington, Wisconsin.

3

The owners of equity of McGraw are all U.S. citizens and can be reached at the principal place of business of McGraw, provided above. Francis X. Ahearn, CEO, owns 43% of the equity. John Cunningham, President, also owns 43%, and Jay Monaghan, COO, owns 14%. McGraw is not affiliated with any foreign carrier within the meaning of section 63.09(e) of the Commission's rules. Nor is McGraw affiliated with any dominant U.S. carriers whose international services McGraw resells. Neither McGraw nor its CEO and President operate as or control a foreign carrier in any destination country to which McGraw provides international telecommunications services. McGraw certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.³

II. Description of the Transaction

In July 2011, CSP decided to discontinue its telecommunications resale operations.⁴ Although CSP considered selling its customer base to another carrier, instead, in order to preserve goodwill and relationships with its existing customers who would continue as customers of its affiliate, CSP worked with a Massachusetts-based sales agent, allConnex, to place its customers with another carrier that could offer similar services at a similar price point. CSP did not want to simply abandon its customers and leave them to negotiate with service providers on their own, but did some initial work in finding a suitable carrier to continue their service on their behalf. allConnex reviewed customer accounts, contacted and met with a number of CSP customers, and discussed their business needs and their options for obtaining service from another carrier. During these meetings, allConnex representatives discussed the customers' options for selecting a new service provider, including McGraw. A number of these customers, but not all of them, selected McGraw as

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³ Although this application is for the assignment of a blanket domestic section 214 authorization only, out of an abundance of caution, the Applicants are providing all of the information called for by FCC Rule 63.24(e)(2). 47 C.F.R. § 63.24(e)(2).

⁴ On April 13, 2012, CSP filed an application for authorization to discontinue its resale of wireline local and long distance telephone services with the Federal Communications Commission. *See* Discontinuance Application.

their preferred service provider after the transition. On October 31, 2011, CSP provided notice to its customers that it would cease providing services by December 31, 2011, and for those migrating to McGraw, the notice provided contact information for the agent and the new provider. McGraw did not pay CSP any consideration for these customers. Rather, McGraw, pursuant to a pre-existing agency relationship with allConnex, paid a sales commission to allConnex for each customer who elected and signed up for McGraw's services. WCA, an affiliate of CSP, has entered into a sales relationship with the same agent, and collects a referral fee or sales commission from the agent for any customers who subscribe to services with any of the agent's customer-carriers.

The Applicants' failure to obtain Commission consent for this migration of a portion of CSP's customer base was inadvertent. Applicants were not aware of their obligation under the Act and the Commission's rules to obtain approval for the migration of a customer base that did not involve a sale of the customer base by one carrier to another. The Applicants became aware of this requirement only after Commission staff reviewed CSP's Discontinuance Application, filed in April 2012, and addressed these issues with CSP. The Applicants very much regret any inconvenience the initial filing and this subsequent filing may cause the Commission or its staff.

III. Public Interest Statement

The Applicants note that the reason CSP elected to work with a sales agent to place its customers with particular providers rather than directly selling its customer base to another carrier was to ensure that CSP's discontinuance did not affect the rates, terms and conditions under which the then-current customer of CSP received service, nor would CSP's decision to cease its telecommunications resale operations result in any discontinuance or interruption of service to its customers. The migration of a portion of CSP's customer base to McGraw services the public interest. McGraw has the financial, technical and managerial resources to provide continuous, high quality service, competitive pricing, and service options, to these customers. Furthermore, the migration of a portion of the customer base has had no adverse impact on these customers. The customers continued to receive services from McGraw at the same or similar terms, rates and

conditions as they had from CSP. The migration of these customers presents no anti-competitive

concerns. CSP's decision to discontinue the provision of telecommunications services did not depend

and was not related to its efforts to find an option for its customers to receive service from a

provider that could offer continuity of service and terms. Therefore, this change has not adversely

affected competition in the markets for intrastate or interstate telecommunications services.

No party to this application is subject to a denial of Federal benefits pursuant to Section

5301 of the Anti-Drug Abuse Act of 1988.

IV. Conclusion

Based on the foregoing, the Applicants respectfully submit that the public interest,

convenience, and necessity would be furthered by grant of this application.

Respectfully submitted,

COMMUNICATION SOLUTIONS PARTNERS, INC.

Linda McRevnolds

Counsel for Communication Solutions Partners, Inc.

Marashlian & Donahue, LLC

1420 Spring Hill Road, Suite 401

Hide Merleysias

McLean, VA 22102

(703) 714-1318

McGraw Communications, Inc.

/s/

Sadia Mendez

Human Resources & Regulatory Compliance

521 5th Avenue

New York, NY 10175

Tel: (212) 849-2267

D-1-4.

Dated: June 22, 2012

6



June 22, 2012

VIA OVERNIGHT COURIER AND EMAIL

Dennis.johnson@fcc.gov

Marlene H. Dortch, Secretary Federal Communications Commission 445 12th Street, N.W. Washington, DC 20554

Attn: Dennis Johnson, Wireline Competition Bureau

Re: Communication Solutions Partners, Inc. and McGraw Communications Request for Special Temporary Authority To Operate Pending Approval of

Domestic Application for Transfer of Assets of Company Holding Domestic

214 Authorization

Dear Ms. Dortch:

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, Communication Solutions Partners, Inc. ("CSP") with McGraw Communications ("McGraw," and with CSP, the "Applicants") hereby request Special Temporary Authority ("STA") to allow for McGraw to continue to provide service to certain former customers of CSP pending Commission approval of the parties' application for consent to transfer assets of CSP, which holds blanket domestic 214 authorization. A copy of the application is attached hereto. Because McGraw is already providing service to these customers, the Applicants respectfully request that the Commission grant this STA request as soon as possible.

As discussed in the application, CSP provided wireline local and long distance services. CSP holds blanket domestic Section 214 authority and certificates of public convenience and necessity or equivalent authorizations to provide local, interexchange or other intrastate telecommunications on a competitive basis in Massachusetts, Connecticut, Rhode Island, New Hampshire, Vermont, Maine and New York. Its affiliate, Whalley Computer Associates, Inc. ("WCA"), is a reseller of IT hardware and software products and services.

In July 2011, CSP decided to discontinue its telecommunications resale operations. Between November 16, 2011 and February 17, 2012, CSP filed with state regulatory agencies in all of the states where it provided service requests for approval to discontinue telecommunications services to its customers. CSP received approval from all of the state regulatory authorities.

MARASHLIAN & DONAHUE, LLC

Although CSP considered selling its customer base to another carrier, instead, in order to preserve goodwill and relationships with its existing customers who would continue as customers of its affiliate, CSP worked with a Massachusetts-based sales agent, allConnex, to place its customers with another carrier that could offer similar services at a similar price point. CSP did not want to simply abandon its customers without aiding them in some way to find a suitable carrier to continue service. allConnex reviewed customer accounts, contacted and met with a number of CSP customers, and discussed their business needs and their options for obtaining service from another carrier. During these meetings, allConnex representatives discussed the customers' options for selecting a new service provider, including McGraw. A number of these customers, but not all of them, selected McGraw as their preferred service provider after the transition. On October 31, 2011, CSP provided notice to its customers that it would cease providing services by December 31, 2011, and for those migrating to McGraw, the notice provided contact information for the agent and the new provider.

McGraw did not pay CSP any consideration for these customers. Rather, McGraw, pursuant to a pre-existing agency relationship with allConnex, paid a sales commission to allConnex for each customer who elected and signed up for McGraw's services. WCA, an affiliate of CSP, has entered into a sales relationship with the same agent, and collects a referral fee or sales commission from the agent for any customers who subscribe to services with any of the agent's customer-carriers.

On April 13, 2012, CSP filed an application for authorization to discontinue its resale of wireline local and long distance telephone services with the Federal Communications Commission. After reviewing CSP's application, Commission staff advised that the migration of the majority of CSP's customer base to McGraw required prior Commission approval. Because the Applicants did not enter into an agreement for the sale of CSP's customer base to McGraw, and because McGraw paid no consideration to CSP for its customers, the Applicants had believed that no transfer of control or assignment had taken place. However, upon consideration with Commission staff, the Applicants recognize that Commission authorization was required before the migration took place. The Applicant's failure to obtain Commission consent prior to the migration of these customers was inadvertent because the Applicants were unaware that working through a sales agent to place its customers with new service providers would constitute an assignment necessitating FCC approval absent any agreement between the two carriers. Certainly, the Applicants have been forthcoming about the facts of this transaction with staff, as CSP filed its discontinuance application detailing the transaction. With respect to those customers who elected to switch to another carrier, the Applicants understand that no prior Commission approval would be required.

Grant of this STA request will serve the public interest, as it will allow McGraw to continue providing uninterrupted telecommunications services to its customers. The Applicants note that McGraw has been able to offer customers service on similar rates, terms and conditions that they

¹ The note to Rule 63.24(b) concerning assignments of international section 214 authorizations provides that the "sale of a customer base, or a portion of a customer base, by a carrier to another carrier, is a sale of assets and shall be treated as an assignment, which requires prior Commission approval under this section." Because the portion of CSP's customer base that is now served by McGraw did not change carriers pursuant to a sale by a carrier to another carrier, CSP and McGraw had believed that this migration did not constitute an assignment of authorization.

were receiving from CSP, and that the change in service providers did not result in any discontinuance of services. McGraw has the financial, technical and managerial resources to provide reliable high quality service to its customers.

The Applicants acknowledge that grant of this STA request will not prejudice any action the Commission might take on the application for Commission consent to the transfer of control related to the migration of most of CSP's customers to McGraw. The Applicants further acknowledge that the STA may be revoked by the Commission upon its own motion and without a hearing. Applicants further acknowledge that grant of the STAs and the Transfer of Control Application will not preclude enforcement action.

Please contact the undersigned at (703) 714-1318 if you have any questions or require additional information.

Respectfully submitted,

Huda Mirays; id.

Linda McReynolds

Counsel to Communication Solutions Partners, Inc.



COMMUNICATION SOLUTIONS PARTNERS, INC. CERTIFICATION

The undersigned hereby certifies on behalf of Communication Solutions Partners, Inc., with respect to the foregoing Application for Consent to Transfer Assets of Company Holding Blanket Domestic 214 Authority (the "Joint Application"), that the contents of the Joint Application are true and correct to the best of my knowledge, information and belief.

Communication Solutions Partners, Inc.

Name: Paul Whalley

Title: President Date: July 9, 2012

MCGRAW COMMUNICATIONS, INC. CERTIFICATION

The undersigned hereby certifies on behalf of McGraw Communications, Inc., with respect to the foregoing Application for Consent to Transfer Assets of Company Holding Blanket Domestic 214 Authority (the "Joint Application"), that the contents of the Joint Application are true and correct to the best of my knowledge, information and belief.

McGraw Communications, Inc.

By:

Name: Francis X. Ahearn

Title: CEO

Date: July 6, 2012